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Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE GEORGE W CODRINGTON CHARITABLE FDN

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BNY Mellon, N A - P O Box 185

City or town State ZIP code
Pittsburgh PA 15230-0185

Foreign country name Foreign province/state/county Foreign postal code

A Employer identification number
34-6507457

B Telephone number (see instructions)
(212) 922-6844

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 17,591,330**

J Accounting method Cash Accrual
 Other (specify) _____

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 PITTSBURGH

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	385,175	319,386		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,494			
	b Gross sales price for all assets on line 6a 2,048,351				
	7 Capital gain net income (from Part IV, line 2)		154,494		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	74,180				
12 Total. Add lines 1 through 11	613,849	473,880	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	33,622	25,216		8,406
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,748	5,811		1,937
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	90,150	67,613		22,537
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,615	11,047		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,449	14,249		200
	24 Total operating and administrative expenses. Add lines 13 through 23	165,584	123,936	0	33,080
	25 Contributions, gifts, grants paid	1,133,500			1,133,500
26 Total expenses and disbursements. Add lines 24 and 25	1,299,084	123,936	0	1,166,580	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-685,235				
b Net investment income (if negative, enter -0-)		349,944			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	723,430	657,887	657,887	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	15,156,148	14,430,350	16,933,443		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,879,578	15,088,237	17,591,330		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	15,879,578	15,088,237		
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	15,879,578	15,088,237			
31	Total liabilities and net assets/fund balances (see instructions)	15,879,578	15,088,237			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,879,578
2	Enter amount from Part I, line 27a	2	-685,235
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	14,869
4	Add lines 1, 2, and 3	4	15,209,212
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	120,975
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,088,237

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a See Attached Statement				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	154,494
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	463,487	15,857,876	0.029228
2011	690,471	15,770,778	0.043782
2010	984,657	15,181,573	0.064859
2009	501,437	13,821,561	0.036279
2008	1,112,094	18,234,417	0.060989
2	Total of line 1, column (d)		2 0.235137
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.047027
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 16,842,907
5	Multiply line 4 by line 3		5 792,071
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 3,499
7	Add lines 5 and 6		7 795,570
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 1,166,580

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,499	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	3,499	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,499	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,706	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	10,706	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,207	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 7,207 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BNY MELLON, N.A. Telephone no. ▶ (212) 922-6844 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaanda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	TRUSTEE SEE ATTACHED	33,622	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	0	N/A	N/A
SUPERVISORY BOARD	SUPERVISORY BOARD SEE ATTACHED	0	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	
	▶ NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,453,843
b	Average of monthly cash balances	1b	645,555
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	17,099,398
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	17,099,398
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	256,491
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,842,907
6	Minimum investment return. Enter 5% of line 5	6	842,145

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	842,145
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,499
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,499
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	838,646
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	838,646
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	838,646

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,166,580
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,166,580
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,499
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,163,081

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				838,646
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010	168,439			
d From 2011				
e From 2012				
f Total of lines 3a through e	168,439			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,166,580				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				838,646
e Remaining amount distributed out of corpus	327,934			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	496,373			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	496,373			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	168,439			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	327,934			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

CRAIG R MARTAHUS, 3900 KEY CENTER, 127 PUBLIC SQUARE CLEVELAND, OH 44114

b The form in which applications should be submitted and information and materials they should include

LETTER APPLICATION

c Any submission deadlines.

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NO GRANTS TO INDIVIDUALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total				▶ 3a 1,133,500
<p>b <i>Approved for future payment</i> NONE</p>				
Total				▶ 3b NONE

Attachment to Form 990-PF Part VIII, Column (b) Title and average hours per week devoted to position

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

**THE GEORGE W. CODRINGTON CHARITABLE FOUNDATION
SUPERVISORY BOARD**

Craig R. Martahus, Chairman

**Address: Bus. - Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, OH 44114-1291**

William R. Seelbach, Vice Chairman

**Bus. - Ohio Aerospace Institute
22800 Cedar Point Rd.
Brook Park, OH 44142**

Raymond T. Sawyer, Secretary

**Address: Bus. - Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, OH 44114-1291**

Curtis E. Moll

**Address: Bus. - MTD Products, Inc.
5965 Grafton Road
Valley City, OH 44280**

In Making Applications for a Codrington Grant

APPLICATIONS for Grants by the Codrington Foundation should be directed to the Trustee or to The Supervisory Board of the Foundation.

The application should state fully but briefly the following:

1. The amount of the grant requested.
2. The need for the grant.
3. The area served by the applicant.
4. A brief history of the applicant's organization.
5. Description of applicant's contributions to the area.
6. Listing of the applicant's officers and trustees.

It is the Codrington Foundation policy to make only annual grants, and grants are not made to individuals.

Meetings of the Supervisory Board are usually held in March, June, September, November and December, at which time pending applications are carefully considered.

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 1 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MUSICAL ARTS ASSOCIATION

Street

11001 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

BALDWIN WALLACE UNIVERSITY - THE SUMMER BRIDGE PROGRAM

Street

275 EASTLAND RD

City

BEREA

State

OH

Zip Code

44017-2088

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

30,000

Name

BROADWAY SCHOOL OF MUSIC AND THE ARTS

Street

5415 BROADWAY AVE

City

CLEVELAND

State

OH

Zip Code

44127

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

BUSINESS VOLUNTEERS UNLIMITED

Street

1300 EAST 9TH STREET, SUITE 1805

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

CASE WESTERN RESERVE UNIVERITY - NEW MEDICAL EDUCATION & RESEARCH BUILDING

Street

10900 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

THE CHILDRENS MUSEUM OF CLEVELAND

Street

10730 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CLEVELAND BOTANICAL GARDEN

Street

11030 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CLEVELAND RAPE CRISIS CENTER

Street

526 SUPERIOR AVE E

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

CLEVELAND ZOOLOGICAL SOCIETY

Street

3900 WILDLIFE WAY

City

CLEVELAND

State

OH

Zip Code

44109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

9,000

Name

COLLEGE NOW GREATER CLEVELAND

Street

230 W HURON RD

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

24,000

Name

FAIRHILL PARTNERS

Street

12200 FAIRHILL RD

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

FRIENDS OF BREAKTHROUGH SCHOOLS

Street

10118 HAMPDEN AVENUE

City

CLEVELAND

State

OH

Zip Code

44108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE FUND FOR OUR ECONOMIC FUTURE

Street

1360 EAST NINTH STREET, SUITE 210

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

110,000

Name

CLEVELAND PUBLIC THEATER

Street

6415 DETROIT AVE

City

CLEVELAND

State

OH

Zip Code

44102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

29,000

Name

GREAT LAKES THEATER

Street

1501 EUCLID AVE, SUITE 300

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

CAMP INVENTION - INVENT NOW

Street

3701 HIGHLAND PARK ST. NW

City

NORTH CANTON

State

OH

Zip Code

44720

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

JOHN CARROLL UNIVERSITY

Street

1 JOHN CARROLL BLVD

City

UNIVERSITY HEIGHTS

State

OH

Zip Code

44118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,000

Name

JUNIOR ACHIEVEMENT

Street

420 LEXINGTON AVE #205

City

NEW YORK

State

NY

Zip Code

10170

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEAR WEST THEATER

Street

3606 BRIDGE AVE

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

14,000

Name

NORTH COAST COMMUNITY HOMES

Street

14221 BROADWAY AVE

City

CLEVELAND

State

OH

Zip Code

44125

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

16,000

Name

NORTH UNION FARMERS MARKET

Street

13111 SHAKER SQUARE # 301

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

OPEN DOORS ACADEMY

Street

3311 PERKINS AVE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

PRETERM ABORTION CLINIC

Street

12000 SHAKER BOULEVARD

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

ROCK & ROLL HALL OF FAME MUSEUM INC

Street

1100 E 9TH ST

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 5 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE METROHEALTH FOUNDATION

Street

2500 METROHEALTH DRIVE, TOWERS 135A

City

CLEVELAND

State

OH

Zip Code

44109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

YOUTH OPPORTUNITIES UNLIMITED

Street

1361 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

THE GATHERING PLACE

Street

800 SHARON DRIVE

City

WESTLAKE

State

OH

Zip Code

44145

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,500

Name

UNITED WAY OF GREATER CLEVELAND

Street

1331 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

70,000

Name

WESTERN RESERVE HISTORICAL SOCIETY

Street

10825 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

13,000

Name

AMERICAN RED CROSS

Street

520 W 49TH ST

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BECK CENTER FOR THE ARTS

Street

17801 DETROIT AVE

City

LAKEWOOD

State

OH

Zip Code

44107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

THE CLEVELAND MUSIC SCHOOL SETTLEMENT

Street

11125 MAGNOLIA DRIVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

THE CLEVELAND ORCHESTRA

Street

11001 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

CONSERVANCY FOR CUYAHOGA VALLEY NATIONAL PARK

Street

1403 WEST HINES HILL ROAD

City

PENINSULA

State

OH

Zip Code

44264

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

UNITED NEGRO COLLEGE FUND

Street

1805 7TH STREET, NW

City

WASHINGTON

State

DC

Zip Code

20001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

UNIVERSITY CIRCLE INC

Street

10831 MAGNOLIA DRIVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

40,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ELIZA BRYANT VILLAGE

Street

7201 WADE PARK AVE

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

BOYS & GIRLS CLUB OF CLEVELAND

Street

3340 TROWBRIDGE AVE

City

CLEVELAND

State

OH

Zip Code

44109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

CLEVELAND FOODBANK

Street

15500 S WATERLOOD RD

City

CLEVELAND

State

OH

Zip Code

44110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,000

Name

CLEVELAND HOUSING NETWORK

Street

2999 PAYNE AVE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Name

CLEVELAND MUSEUM OF NATURAL HISTORY

Street

1 WADE OVAL DR

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,500

Name

CORNUCOPIA

Street

14650 DETROIT AVE, SUITE LL 30

City

LAKEWOOD

State

OH

Zip Code

44107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,500

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DANCING WHEELS COMPANY & SCHOOL

Street

3615 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

THE HANNA PERKINS CENTER

Street

19910 MALVERN RD

City

SHAKER HEIGHTS

State

OH

Zip Code

44122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

IDEASTREAM

Street

1375 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44115-1835

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

NAMI GREATER CLEVELAND

Street

2012 WEST 25TH ST #600

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

YWCA GREATER CLEVELAND

Street

4019 PROSPECT AVE

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

CLEVELAND HEARING & SPEECH CENTER

Street

11635 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106-4319

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

9,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 9 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CLEVELAND INSTITUTE OF ART

Street

11141 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

CLEVELAND INSTITUTE OF MUSIC

Street

11021 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

CLEVELAND INTERNATIONAL FILM FESTIVAL

Street

2510 MARKET AVENUE

City

CLEVELAND

State

OH

Zip Code

44113-3434

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

CLEVELAND MUSEUM OF ART

Street

11150 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

14,000

Name

CLEVELAND PLAY HOUSE

Street

1901 E 13TH ST #200

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

9,000

Name

CUYAHOGA COMMUNITY COLLEGE

Street

11000 PLEASANT VALLEY RD

City

PARMA

State

OH

Zip Code

44130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 10 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DANCE CLEVELAND

Street

13110 SHAKER BLVD

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

DOMESTIC VIOLENCE & CHILD ADVOCACY CENTER

Street

11811 SHAKER BLVD SUITE 220

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

THE FREE MEDICAL CLINIC OF GREATER CLEVELAND

Street

12201 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

HOPEWELL

Street

147 BELL STREET SUITE 303

City

CHAGRIN FALLS

State

OH

Zip Code

44022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

MUSEUM OF CONTEMPORARY ART

Street

11400 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

LAND STUDIO

Street

1939 W 25TH ST #200

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SENIOR CITIZEN RESOURCES

Street

3100 DEVONSHIRE RD

City

CLEVELAND

State

OH

Zip Code

44109

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

SUICIDE PREVENTION - EDUCATION ALLIANCE

Street

29425 CHAGRIN BLVD

City

CLEVELAND

State

OH

Zip Code

44122

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

VOCATIONAL GUIDANCE SERVICES

Street

2239 EAST 55TH ST

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

YMCA OF GREATER CLEVELAND

Street

2200 PROSPECT AVE E #900

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

CASE WESTERN RESERVE UNIVERSITY

Street

10900 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

CITYMUSIC CLEVELAND

Street

3664 E 65TH ST

City

CLEVELAND

State

OH

Zip Code

44105

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GREAT LAKES SCIENCE CENTER

Street

601 ERIESIDE AVE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

THE HOLDEN ARBORETUM

Street

9550 SPERRY ROAD

City

WILLOUGHBY

State

OH

Zip Code

44094

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

KARAMU HOUSE - CULTURE & ARTS EDUCATION PROGRAM

Street

2355 EAST 89TH ST

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

LAKE ERIE NATURE & SCIENCE CENTER

Street

28728 WOLF ROAD

City

CLEVELAND

State

OH

Zip Code

44140

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

NATURE CENTER AT SHAKER LAKES

Street

2600 S PARK BLVD

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Name

PLANNED PARENTHOOD OF GREATER OHIO

Street

399 E MAIN ST #140

City

COLUMBUS

State

OH

Zip Code

43215

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

11,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 13 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PLAYHOUSE SQUARE FOUNDATION

Street

1501 EUCLID AVE SUITE 200

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

18,000

Name

THE SALVATION ARMY

Street

536 W 46TH ST

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

WOMEN'S RE-ENTRY NETWORK

Street

1468 W 25TH ST

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

YOUTH CHALLENGE

Street

800 SHARON DR

City

WESTLAKE

State

OH

Zip Code

44145

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CENTRAL SCHOOL OF PRACTICAL NURSING

Street

4700 ROCKSIDE RD #250

City

INDEPENDENCE

State

OH

Zip Code

44131

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

CLEVELAND SIGHT CENTER

Street

1909 E 101ST ST

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 14 of 14

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YOUNG AUDIENCES ARTS FOR LEARNING

Street

171 MADISON AVE SUITE 200

City

NEW YORK

State

NY

Zip Code

10016-5110

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

GLOBAL CLEVELAND

Street

200 PUBLIC SQUARE WALKWAY

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NATIONAL INVENTORS HALL OF FAME

Street

3701 HIGHLAND PARK NW

City

NORTH CANTON

State

OH

Zip Code

44720

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	Amount	97,829											
	Short Term CG Distributions													
1	HC CAPITAL TR EMERG MKTS	40415H107			12/16/2010		1/2/2013	4,932	5,320					-388
2	HC CAPITAL TR EMERG MKTS	40415H107			12/12/2012		1/2/2013	65,068	62,942					2,126
3	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		1/2/2013	40,000	44,761					-4,761
4	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		3/27/2013	60,000	61,500					-1,500
5	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		6/13/2013	450,000	438,415					11,584
6	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		9/19/2013	260,000	240,602					19,398
7	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		12/23/2013	80,000	70,286					9,714
8	HC CAPITAL SM CAP EQTY-H	40415H685			5/2/2008		1/2/2013	10,000	8,723					1,277
9	HC CAPITAL SM CAP EQTY-H	40415H685			5/2/2008		3/25/2013	105,000	83,909					21,091
10	HC CAPITAL SM CAP EQTY-H	40415H685			5/2/2008		3/27/2013	50,000	39,738					10,262
11	HC CAPITAL SM CAP EQTY-H	40415H685			5/2/2008		6/13/2013	20,000	15,096					4,904
12	HC CAPITAL REAL EST SEC-H	40415H735			12/15/2011		5/3/2013	37,639	66,221					-28,582
13	HC CAPITAL REAL EST SEC-H	40415H735			12/13/2012		5/3/2013	29,493	43,956					-14,463
14	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		1/2/2013	170,000	198,961					-28,961
15	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		11/22/2013	150,000	151,085					-1,085
16	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		12/23/2013	120,000	120,687					-687
17	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		1/2/2013	10,000	7,859					2,141
18	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		6/13/2013	50,000	35,908					14,092
19	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		9/19/2013	100,000	67,190					32,810
20	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		12/23/2013	100,000	63,219					36,781
21	HC CAPITAL REAL EST SEC-H	40415H735			7/13/2009		5/3/2013	38,390	67,472					-29,082

Part I, Line 11 (990-PF) - Other Income

		74,180	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	EARLY STAGE PARTNERS II, LP	55,322		
2	HCC PRIV EQUITY OFFSHORE FUND VII, LP	18,858		

Part I, Line 16a (990-PF) - Legal Fees

		7,748	5,811	0	1,937
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	THOMPSON HINE LLP	7,748	5,811		1,937

Part I, Line 16c (990-PF) - Other Professional Fees

		90,150	67,613	0	22,537
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	HIRTLE CALLAGHAN INV & MGMT FEE	90,150	67,613		22,537

Part I, Line 18 (990-PF) - Taxes

		19,615	11,047	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	11,047	11,047		
2	PY EXCISE TAX DUE	5,000			
3	ESTIMATED EXCISE TAX PAYMENTS	3,568			

Part I, Line 23 (990-PF) - Other Expenses

		14,449	14,249	0	200
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OH STATE AG FILING FE	200			200
2	THOMPSON HINE PROFESSIONAL SERVICES	1,094	1,094		
3	EARLY STAGE PARTNERS - PORTFOLIO DEDUC	2,681	2,681		
4	EARLY STAGE PARTNERS II - INV INTEREST EX	439	439		
5	EARLY STAGE PARTNERS II - PORTFOLIO DEDI	10,035	10,035		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			15,156,148	14,430,350	16,933,443
2	HCC TOTAL RETURN OFFSHORE FUND		0	1,189,518	1,319,368
3	HCC ABSOLUTE RETURN OFFSHORE FUND		0	475,000	520,814
4	HCC PRIV EQUITY OFFSHORE FUND VII L		0	676,921	893,201
5	H C PE FUND IX LTD		0	35,159	33,040
6	HCC ABSOLUTE RETURN OFFSHORE		0	0	0
7	HCC TOTAL RETURN OFFSHORE		0	0	0
8	HCC PE VIII OFFSHORE FUND		0	91,230	100,624
9	SESTC HCC PRIV EQ VII		0	0	0
10	SESTC HC PRIV EQ OFFSH FD VIII SUB		0	0	0
11	HC CAP TR EMERGING MARKETS POR		0	1,512,721	1,525,099
12	HC CAP TR FIXED INCOME OPPTY		0	858,481	888,839
13	HC CAPITAL TRUST - THE US MORT		0	349,028	336,813
14	HC CAPITAL TRUST - THE US CORP		0	315,380	308,433
15	HC CAPITAL TRUST - THE US GOVE		0	376,887	367,673
16	HC CAP TR COMMODITY RELATED		0	882,817	885,992
17	HC CAP TR VALUE EQUITY PORT HC		0	1,209,551	1,534,731
18	HC CAP TR SMALL CAPITALIZATION		0	171,748	268,367
19	HC CAP TR REAL ESTATE SECS		0	170,018	164,053
20	HC CAP TR INTL EQUITY PORT HC		0	3,374,471	4,135,909
21	HC CAP TR GROWTH EQUITY PORT		0	1,352,243	2,153,129
22	VANGUARD FIXED INCOME SECS FD		0	552,673	557,950
23	EARLY STAGE PARTNERS - CODRINGTON		0	493,637	529,010
24	EARLY STAGE PARTNERS II - CODRINGTON		0	342,867	410,398

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	EARLY STAGE PARTNERS, LP - INCOME ADJUSTMENT	1	10,637
2	EARLY STAGE PARTNERS II, LP - INCOME ADJUSTMENT	2	4,232
3	Total	3	14,869

Line 5 - Decreases not included in Part III, Line 2

1	ROC HCC PRIV EQUITY OFFSHORE FUND VII LP ADJUSTMENT	1	81,992
2	ROC HCC PE OFFSHORE FUND VIII ADJUSTMENT	2	2,191
3	EARLY STAGE PARTNERS II, LP - MARKET VALUE ADJUSTMENT	3	36,714
4	SALES COST BASIS ADJUSTMENT - HC CAP TR REAL ESTATE SECS (CUSIP: 40415H735)	4	78
5	Total	5	120,975

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		33,622										0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	33,622	NONE	NONE	
2	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	0	N/A	N/A	
3	SUPERVISORY BOARD							SUPERVISORY BOARD	SEE ATTAC	0	NONE	NONE	

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	7,138
2 First quarter estimated tax payment	5/9/2013	2	700
3 Second quarter estimated tax payment	6/11/2013	3	1,148
4 Third quarter estimated tax payment	9/10/2013	4	1,720
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	10,706

Form **8868**
 (Rev. January 2014)
 Department of the Treasury
 Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**
 ▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only.

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE GEORGE W CODRINGTON CHARITABLE FDN	34-6507457
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	BNY Mellon, N.A - P O Box 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Pittsburgh, PA 15230-0185	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BNY MELLON, N.A.

Telephone No. ▶ 412-234-8833 Fax No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box.

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box. and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year 2013 or

▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	3,706
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	10,706
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	THE GEORGE W CODRINGTON CHARITABLE FDN	34-6507457	
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)	
	BNY Mellon, N.A - P O Box 185		
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	Pittsburgh, PA 15230-0185		

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of BNY MELLON, N.A
 Telephone No. 412-234-8833 Fax No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15/2014
- For calendar year 2013, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED TO ACQUIRE THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	3,706
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	10,706
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete, and that I am authorized to prepare this form.

Signature  Title **MANAGER** Date **7/28/2013**